



Administrative Office, 105 Hall Street, Suite A, Traverse City, MI 49684

## Board of Directors Meeting Minutes

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March 18, 2021

2:15 p.m.

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Northern Lakes Community Mental Health Authority – Microsoft Teams Meeting (Virtual)

Called to order at 2:15 p.m. by Randy Kamps.

Board Members Present: Grayling – Lorelei King and Sherry Powers. Virtual or by Phone – Nicole Miller, Nina Zamora, Pam Babcock, Ben Townsend, Ty Wessell, Betty Bushey, Mary Marois, Rose Denny, Dan Lathrop, Randy Kamps, Sherise Shively and Al Cambridge.

Board Members Absent: Dean Vivian (advance notice) and Angela Griffis (advance notice)

Others Present: Virtual – Karl Kovacs, Chief Executive Officer; Joanie Blamer, Chief Population Officer for Mental Health Services; Deb Lavender, Executive Secretary; Tracy Andrews, Director of Integrated and Managed Health Services; Kari Barker, Director of Quality and Compliance; Darryl Washington, Director of Long Term Care and Support Services; Lauri Fischer, Chief Financial Officer; Matt Leiter, Director of Human Resources; Dan Mauk, Chief Information Officer; Brie Molaison, Customer Services Specialist; Aaron Fader, Executive Administrative Specialist; Andy Babcock; Penny Morris; and Greg McMorrow.

Confirmation of a Quorum-yes

Timekeeper – none

### 1. CALL TO ORDER:

### 2. AGENDA:

<b>MOTION:</b>	<b>Accept the Agenda for March 18, 2021 as written</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Nina Zamora</b>
<b>SECONDER:</b>	<b>Mary Marois</b>

### 3. CONFLICT OF INTEREST DECLARATION:

No conflict of interest was declared.

### 4. CLOSED SESSION (OPEN MEETINGS ACT MCL 15.268€):

Masson vs. NLCMHA et al Case #20-35401AW, pending in Circuit Court, Grand Traverse County

Move into closed session at 2:20 pm

**MOTION:** To go into closed session to consult with our attorney regarding trial and settlement strategy in connection with the case of *Masson v Northern Lakes Community Mental Health Authority, et al*, Case No. 20-35401-AW, pending in the Circuit Court of Grand Traverse County, pursuant to Section 8€ of the Open Meetings Act since discussion in an open meeting will have a detrimental financial effect on the litigating and settlement position of Northern Lakes Community Mental Health Authority to include Karl Kovacs, Aaron Fader, Tracy Andrews, Joanie Blamer and Deb Lavender.  
**RESULT:** A ROLL CALL VOTE. 14 YES. Bushey, Babcock, Zamora, Cambridge, Miller, Shively, Wessell, Powers, Townsend, King, Denny, Lathrop, Marois and Kamps. **MOTION APPROVED.**  
**MOVER:** Al Cambridge  
**SECONDER:** Nina Zamora

Supported by 2/3 roll call vote to go into closed session.

Came out of closed session at 3:15 p.m.

**MOTION:** Authorize our CEO Karl Kovacs to proceed in settlement of Masson versus Northern Lakes CMHA with our attorney as discussed in closed session  
**RESULT:** A ROLL CALL VOTE: 14 YES. Babcock, Zamora, Cambridge, Miller, Shively, Wessell, Powers, Townsend, King, Denny, Lathrop, Marois, Bushey and Kamps. **MOTION APPROVED.**  
**MOVER:** Al Cambridge  
**SECONDER:** Mary Marois

Ty identified that Greg McMorrow will be replacing Betty Bushey on the Board in April and he indicated Greg's background. He welcomed Greg and noted that an introduction will be sent to Board Members.

## 5. CONSENT AGENDA:

### A. Consideration of the Consent Agenda

**MOTION:** Accept the Consent Agenda for March 18, 2021 as presented  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Mary Marois  
**SECONDER:** Ty Wessell

### OWNERSHIP LINKAGE:

#### B. Citizen Comment – None.

#### C. Ownership Communication – None.

## 6. CHIEF EXECUTIVE OFFICER'S REPORT:

Karl referenced his report and highlighted the second bullet under CMHAM. He identified that CMHAM is no longer seeking nominations for election of officers this year. Randy identified that due to COVID and the inability to have interaction face-to-face with the officers they chose to move elections to the first planned meeting in person in the Spring of 2022. Karl identified that there is much discussion regarding cost allocation and financial reporting initiatives. The state wants to come up with a statewide fee schedule for our public mental health system and we will keep the Board updated.

Mary Marois and Karl provided orientation to Penny Morris.

The letters were sent to Grand Traverse County Commission and also a letter to our legislators. Karl received a call from Daire Rendon about the 928 issue.

## 7. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:

The minutes were not received from the February meeting. Randy shared that he has found the meetings to be much easier if you attend in person. He noted that as our climate changes in the state be prepared to be given the opportunity to meet in person.

There was discussion about meeting in person in Cadillac next month. Ty noted that we cannot vote unless we meet in person starting next month which was identified by the Leelanau County attorney and the Association of Counties. Karl will do some research and let the Board Members know.

## 8. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

- A. *Receipt of CEO Response to Monitoring Report – 2.2 Treatment of Employed Workforce Members (Internal Inspection)*

<b>MOTION:</b>	<b>The Board finds the organization 100% in compliance with Policy 2.2 Treatment of Employed Workforce Members (Internal Inspection)</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Rose Denny</b>
<b>SECONDER:</b>	<b>Ty Wessell</b>

- B. *New Operational Worries* – Randy shared that our public lets down their guard too fast and we are operating fine but surges are of concern.

- C. *March Monitoring Assignment*

1.0 Consumer and Community Ends (1.0.1 – 1.0.5) (Internal Inspection). Please complete and turn in.

## 9. BOARD MEANS SELF-ASSESSMENT

- A. *Receipt of CEO Response to Monitoring Report – 3.5 Meeting Agendas and Schedules (Direct Inspection)*

<b>MOTION:</b>	<b>The Board finds the organization 100% in compliance with Policy 3.5 Meeting Agendas and Schedules (Direct Inspection)</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Betty Bushey</b>
<b>SECONDER:</b>	<b>Ty Wessell</b>

- B. *March Monitoring Assignment*

3.3 Board Member Code of Conduct (Direct Inspection) and 3.6 Board Chair Functions (Direct Inspection). Please complete and turn in.

## 10. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

- A. *Ends* – None.

B. *Executive Limitations* – Dan Lathrop shared his concerns about the letter that was sent to Grand Traverse County Commission and Board Members discussed the process of sending out a letter on the Board's behalf.

**MOTION:** Adopt the following Executive Limitation that the CEO shall not fail to submit all communications or letters by the CEO representing the Board of Directors in a timely manner so that the Board of Directors can review and vote on the letters or communications

**RESULT:** A ROLL CALL VOTE WAS TAKEN. 8 NO. Miller, Wessell, Powers, Townsend, King, Denny, Bushey and Babcock. 5 YES. Shively, Lathrop, Marois, Cambridge and Kamps.  
**MOTION DEFEATED.**

**MOVER:** Dan Lathrop  
**SECONDER:** Mary Marois

*C. Governance Process/Ownership Linkages*

*a. NLD Minutes – March 3, 2021*

**MOTION:** Approve NLD Minutes of March 3, 2021  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Mary Marois  
**SECONDER:** Lorelei King

*b. FY 2021 Regulatory Compliance Plan, FY 2021 Quality Assurance and Improvement Plan, Quality and Compliance Report to the Board of Directors and Security Annual Report*

**MOTION:** Approve and Receive and File FY 2021 Regulatory Compliance Plan  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Sherise Shively  
**SECONDER:** Ty Wessell

**MOTION:** Approve and Receive and File FY 2021 Quality Assurance and Improvement Plan and Quality and Compliance Report to the Board of Directors  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Dan Lathrop  
**SECONDER:** Lorelei King

**MOTION:** Approve and Receive and File the Security Annual Report  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Rose Denny  
**SECONDER:** Mary Marois

**11. OWNERSHIP LINKAGE:** None.

**12. ANNOUNCEMENTS/BOARD MEMBER REPORTS:**

- Al mentioned that he could not unlock his camera when he returned from closed session.
- Mary reviewed data looking at what happened before the pandemic and then into January of 2021 in terms of people in poverty and who are getting public assistance. She identified that she would have the information distributed to Board Members and would be attached. Reference was made regarding numbers receiving unemployment and the amounts. Noted that the seniors on fixed incomes are receiving higher numbers at food distribution areas.
- Pam shared a message from a trucker regarding Andy.
- Lauri shared that we have four Residential Care Aides who are in process of purchasing their own homes which was attributed to the Direct Care Worker premium.

- Will miss Sherise and Betty and appreciated their dedication, input, and heart. Thank you for your service and we appreciate you. They will each be receiving a certificate from the Board.

### **13. APRIL 15, 2021 AGENDA PLANNING:**

Reviewed agenda items: RRAC Minutes, Financial Audit and CEO Evaluation. Requested the comparative data for people in like positions to be sent to the Board and also information from CEOs in our region identifying years of service and wages.

### **14. MEETING EVALUATION:**

Comments - Good meeting, thank you for attending, looking forward to getting back together, encouraged all to get your COVID vaccines.

### **15. ADJOURNMENT:**

The meeting adjourned at 4:22 p.m..

Respectfully Submitted,

Randy Kamps, Chairperson

Lorelei King, Board Secretary

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Debra Lavender, Recording Secretary

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